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**WILLIAM McALISTER, JR.** mcalisterb@cox-internet.com

September 19, 2007

Honorable James H. Welsh  
Commissioner of Conservation  
Office of Conservation  
P. O. Box 94275  
Baton Rouge, Louisiana 70804-9275

RE: N-S3 Zone, Reservoir A  
**BASTIAN BAY FIELD**  
Plaquemines Parish, Louisiana

Dear Sir:

Application is hereby made on behalf of Hilcorp Energy Company to the Commissioner of Conservation for the calling of a public hearing, after legal notice, to consider evidence relative to the issuance of an order pertaining to the following matters relating to the N-S3 Zone, Reservoir A, in the Bastian Bay Field, Plaquemines Parish, Louisiana.

1. To dissolve the N RD SUA, as established by Office of Conservation Order No. 339-N-6, effective July 1, 1975, to dissolve the O-3 RC SUB, as established by Office of Conservation Order No. 339-L-1, effective July 1, 1975, and to dissolve the S-3 RB SUA, as established by Office of Conservation Order No. 339-DD-4, effective July 1, 1975, all in the Bastian Bay Field, and simultaneously therewith, to create a single drilling and production unit for the exploration for and production of gas and condensate from the N-S3 Zone, Reservoir A, in the Bastian Bay Field, Plaquemines Parish, Louisiana.

2. To force pool and integrate all separately owned tracts, mineral leases and other property interests within the unit so created.

3. To designate a unit operator and a unit well for the unit so created, as may be appropriate.

4. To provide that the N-S3 Zone, Reservoir A, should be exempt from the spacing provisions of Statewide Order No. 29-E.

5. To provide that the Commissioner may reclassify the N-S3 Zone, Reservoir A, by supplemental order and without the necessity of a public hearing should such reclassification be warranted, based on evidence furnished the Commissioner.

6. To discuss any other matters that may be pertinent to this application.

The N-S3 Zone, Reservoir A, in the Bastian Bay Field, Plaquemines Parish, Louisiana, is hereby defined as being that gas and condensate bearing zone encountered between 8,925' and 10,384' electric log measured depths (8,787' and 9,927' true vertical depths) in the Hilcorp Energy Company - LL & E Fee No. 33 Well, located in Section 38, Township 20 South, Range 29 East, Plaquemines Parish, Louisiana.

In addition to furnishing the legal notice to all Interested Parties, the applicant will provide for POSTING of the legal notice of the hearing and unit plat in a prominent place in the area of the Bastian Bay Field, Plaquemines Parish, Louisiana, and will cause the legal notice of the hearing to be PUBLISHED in a newspaper of general circulation published in the vicinity of the Bastian Bay Field, Plaquemines Parish, Louisiana, at least fifteen (15) days before the hearing date.

Any pertinent data relating to the subject application can be obtained, **AT THE COST OF THE REQUESTING PARTY**, from Mr. Bill McAlister at Leon E. Comeaux & Associates, P. O. Box 53922, Lafayette, Louisiana 70505 (337-233-9839).

In compliance with the Rules of Procedure, a preapplication notice was given, but no request for a conference was received, and therefore, none was held.

There are attached hereto and made a part hereof a plat outlining the proposed unit and a list of the names and addresses of the Interested Owners, Represented Parties, and Interested Parties to whom this application is being sent. Pursuant to the Revised Rules of Procedure, such list of parties and proposed unit plat (being the same plat attached to the September 7, 2007 notice) are being furnished **ONLY** to the Commissioner of Conservation and to the District Manager of the Lafayette District of the Office of Conservation. However, said plat and the list of parties will be provided to any party requesting copies. A reasonable effort was made to ascertain the names and addresses of all Interested Owners, Represented Parties and Interested Parties.

Finally, there is enclosed our check on behalf of the applicant, Hilcorp Energy Company, in the sum of \$755.00 payable to the Office of Conservation and representing the required hearing application fee.

Sincerely,

LEON E. COMEAUX & ASSOCIATES



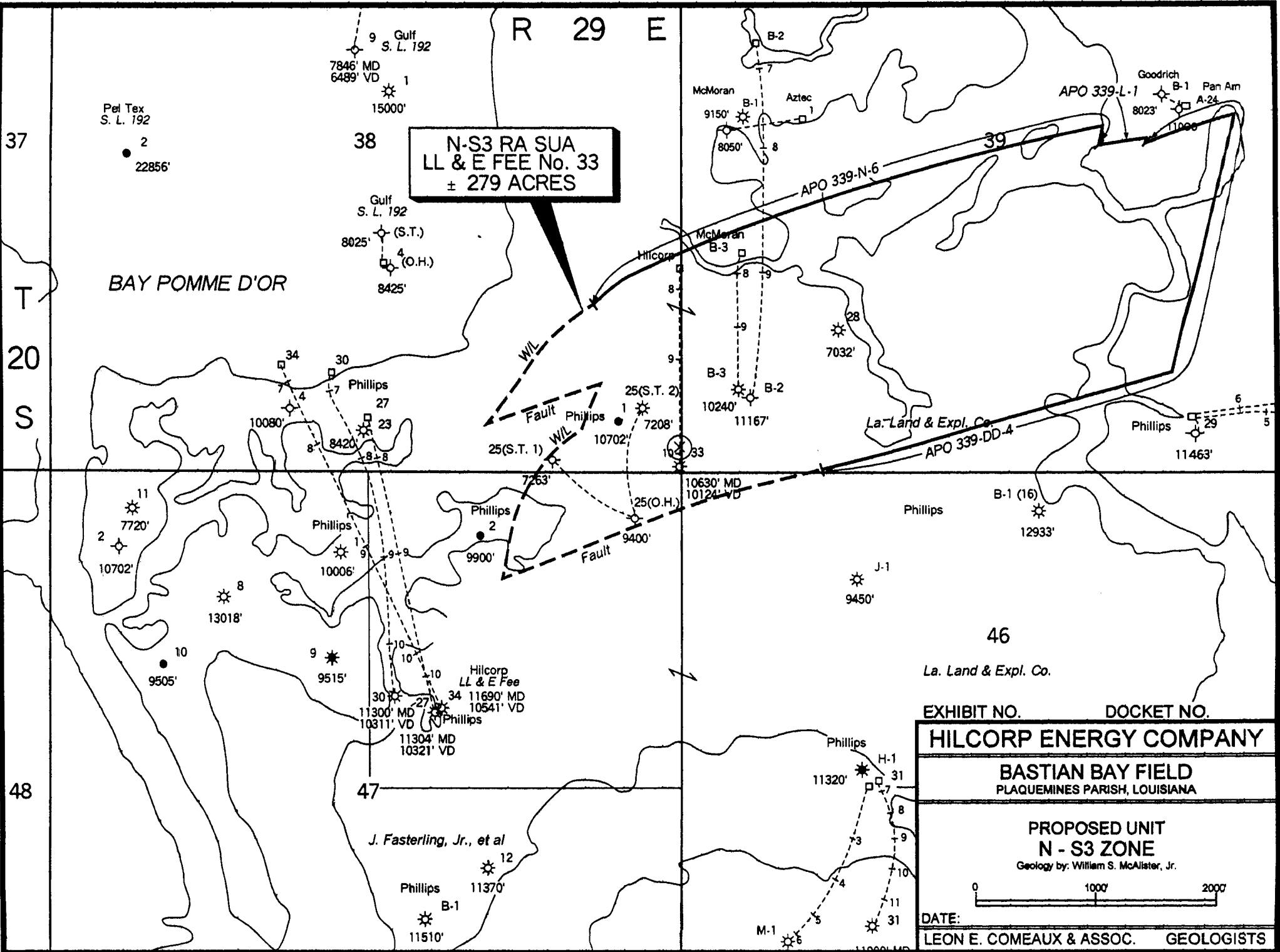
Bill McAlister

BM/cu

Enclosures

cc: Mr. Richard Hudson  
Office of Conservation  
825 Kaliste Saloom Rd.  
Brandywine III, Suite 220  
Lafayette, Louisiana 70508

Interested Parties, Interested  
Owners and Represented Parties



N-S3 RA SUA  
LL & E Fee No. 33  
± 279 ACRES

EXHIBIT NO. 46		DOCKET NO. 12933'	
HILCORP ENERGY COMPANY			
BASTIAN BAY FIELD PLAQUEMINES PARISH, LOUISIANA			
PROPOSED UNIT N - S3 ZONE Geology by: William S. McAlister, Jr.			
DATE: _____			
LEON E. COMEAUX & ASSOC.		GEOLOGISTS	